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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588



October 30, 2009

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: H.J. Baker & Bro., Inc.  
228 Saugatuck  
Westport, CT 06880

A description of the railroad equipment covered by the enclosed document is for fourteen (14) 5150 cu. ft. capacity covered hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne", with a long horizontal flourish extending to the right.

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure  
(HJBB004)

ASSGN. NO.: HJBB004

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of October, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and H.J. Baker & Bro., Inc. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 23, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 30, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES &amp; MARKETING

Title: \_\_\_\_\_

By: K.A. DombrowskiName: K. A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATION Executed on this 1st day of October, 2009.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of October, 2009.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2012

(Notary Public)



**LESSEE:**

H.J. BAKER & BRO., INC.

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this

day of

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Pulaski

I, Jennifer Welch, a Notary Public of the County and State aforesaid, certify that Mark Hohnbaum personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of September, 2009.

Jennifer Welch  
Notary Public

Commission Expires:

6/15/19  
(Notary Public)



For Mark Hohnbaum ONLY

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:       Fourteen (14)

DESCRIPTION OF CARS:   5150 cu. ft. capacity covered hopper cars (Car type C114).

CAR NUMBERS:

FURX	843571
FURX	843604
FURX	843609
FURX	843665
FURX	843674
FURX	843683
NDYX	515013
NDYX	515523
NDYX	515775
NDYX	515777
NDYX	515779
NDYX	515787
NDYX	515794
NDYX	516081